



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

EPA Region 5 Records Ctr.



225219

Certificate of Authority

WHEREAS,

THE MACKE COMPANY

(using in Missouri the name THE MACKE BUILDING SERVICES COMPANY)

incorporated under the Laws of the State of DELAWARE for a term

of ~~perpetual~~ years and now in existence and in good standing in said State has filed in the office of the Secretary of State, duly authenticated evidence of its incorporation, as provided by law, and has, in all respects, complied with the requirements of General and Business Corporation Law governing Foreign Corporations;

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify that said corporation is from the date hereof duly authorized to carry on the business of

building maintenance, security, food and vending services.

in the State of Missouri, and is entitled to all rights and privileges granted to Foreign Corporations under The General and Business Corporation Law; that the entire amount of its stated capital and surplus is

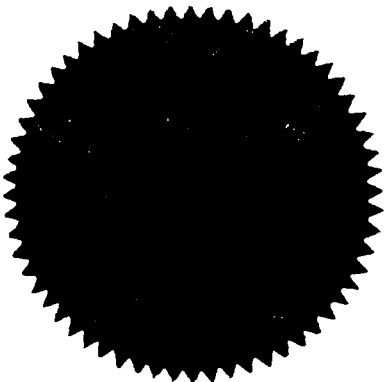
\$26,309,920 and \$3,095,853 of the amount of stated capital of said corporation is

represented by 3,077,097 shares of common @ \$1.00
 10,756 " series A 1.00
 8,000 " series B 1.00
 that the proportion of stated capital and surplus represented in Missouri is \$ 1,896,419

and that its registered office in Missouri is located at 314 North Broadway, St. Louis

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 16th day of April, 1973.

James C. Kirkpatrick
 Secretary of State



RECEIVED OF: THE MACKE COMPANY

Nine hundred ninety-eight and no/100---Dollars, \$ 998.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

F-161133

No.

Dorothy Mae Miller
 Deputy Collector of Revenue



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

**APPLICATION FOR FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY TO
TRANSACT BUSINESS IN MISSOURI**

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65101

The Macke Company, a Delaware

corporation, in compliance with the provisions of The General and Business Corporation Law of Missouri relating to the admission of foreign corporations, does hereby state:

(1) The name of the corporation is The Macke Company

and it is organized and existing under the laws Delaware

(2) The name it will use in Missouri is THE MACKE BUILDING SERVICES COMPANY

(3) The date of its incorporation was October 15, 1934, and the period of its duration is perpetual

(4) The address of its principal office in the state or country of organization is 100 West Tenth Street
Wilmington, Delaware

(Include street and number, if any.)

(5) The address of its proposed registered office in the State of Missouri is

314 North Broadway, St. Louis, Missouri 63102

(Include street and number, if any)

and the name of its proposed registered agent in the State of Missouri at such address is

C T Corporation System

(6) The corporation is transacting business and qualified under the foreign corporation laws of the following states and countries other than Missouri: Alabama, Connecticut, Delaware, District of Columbia, Florida, Illinois, Indiana, Kentucky, Louisiana, Maine, Maryland, New Jersey, New York, North Carolina, Pennsylvania, Virginia, and West Virginia.

(7) The specific purpose or purposes for which it was organized and which it proposes to pursue in the transaction of business in Missouri are: building maintenance, security, food and vending services.

(8) The names of its officers and directors and their addresses are as follows:

	<i>Name</i>	<i>City and State</i>	<i>Street and No.</i>
President.....	Clarence J. Galligan	Alexandria, VA	2000 Huntington Avenue
Vice President....	S. Charles Bennett, Jr.	Bethesda, MD	6113 Robinwood Road
Secretary.....	Stanley Wanger	Chevy Chase, MD	3536 Hamlet Place
Treasurer.....	Leon Horowitz	Washington, DC	4201 Cathedral Avenue, N.W.
Director	Aaron Goldman	Washington, DC	2801 New Mexico Ave., N.W.
Director.....	Albert E. Arent	Chevy Chase, MD	3108 Rolling Road
Director	Hymen Goldman	Washington, DC	4000 Mass. Ave., N.W.
Director.....	S. Charles Bennett, Jr.	Bethesda, MD	6113 Robinwood Road
Director	Samuel M. Hecht	Towson, MD	320 Hillen Road
Director.....	J. Edward Day	Washington, DC	21 Dupont Circle, N.W.
Director	Clarence A. Hufnagel	Washington, DC	3800 Reservoir Road, N. W.
Director.....	Clarence J. Galligan	Alexandria, VA	2000 Huntington Avenue
Director	Marcus Kaplan	Roanoke, VA	2423 Lincoln Avenue
Director.....	Meyer Gelfand	Washington, DC	2750 Brandywine Street, N.W.
Director	Louis T. Rader	Waynesboro, VA	1200 Boxwood Circle

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of share, shares without par value, and series, if any, within a class, is:

<i>Class</i>	<i>Series (if any)</i>	<i>Number of Shares</i>	<i>Par value per share or statement that shares are without par value</i>
Common	--	7,000,000	\$1.00
Preference	--	500,000	\$1.00

value, and series, if any within a class, is:

par value of shares, shares without par

ue, and series, if any within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value
Common	--	3,077,097	\$1.00
Preference	Series A	10,756	\$1.00
Preference	Series B	8,000	\$1.00

(11) The amount of stated capital and the amount of paid in surplus of the corporation as defined by The General and Business Corporation Law of Missouri is:

Stated Capital.....	\$ 3,095,853
Paid in Surplus.....	\$ 23,214,067
Total.....	\$ 26,309,920

(12) An estimate of the total value of all the property of the corporation for the following year is..... \$ 11,475,513

(13) An estimate of the total value of all the property of the corporation for the following year that will be located in Missouri is..... \$ 283,022

(14) The estimated gross amount of business of the corporation to be transacted by it everywhere for the following year is..... \$ 33,187,506

(15) The estimated gross amount of business of the corporation to be transacted by it at or from places of business in the State of Missouri during such year is.. \$ 2,936,572

(16) The amount of stated capital and surplus of the corporation (including all surplus, such as paid-in and earned surplus) is..... \$ 26,309,920

(17) The proportion of stated capital and surplus represented by the corporation's property and business in Missouri for the following year is..... \$ 1,896,419

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its Vice President, attested by its Assistant Secretary, this 29th day of March, 1973.

THE MACKE COMPANY

(Exact Corporate Name)

(CORPORATE SEAL)

**FILED
AND CERTIFICATE OF
AUTHORITY ISSUED**

APR 16 1973

ATTEST:

By

S. Charles Bennett, Jr.
X ~~XXXXXXXX~~ X Vice President

James G. Fleet
X ~~XXXXXXXX~~ X
Corporation Dept. SECRETARY OF STATE

Leslie G. Fleet

X ~~XXXXXXXX~~ X Assistant Secretary

(NOTE: In determining the proportion of stated capital and surplus represented by property and business in Missouri, the sum of the value of the property in Missouri for the following year added to the estimated gross amount of business in Missouri for the following year is divided by the sum of the total value of all the property everywhere for the following year added to the gross amount of business transacted everywhere for the following year. The resulting fraction is applied to the stated capital and surplus as shown in Item No. 16. Taxes and fees are based on line (17) or (13) whichever is greater; minimum domestication fee applies for all amounts not in excess of \$30,000.)

STATE OF MARYLAND

COUNTY OF PRINCE GEORGE'S

SS

I, Nena F. Chamberlin

, a Notary Public,

do hereby certify that on this 29th day of March, 1973, personally appeared

before me S. Charles Bennett, Jr.

(President or Vice President)

, who, being by me first duly sworn

declared that he is the Vice President of The Macke Company

that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

Nena F. Chamberlin
Notary Public

My Commission expires: July 1, 1974



Office of Secretary of State.

I, ROBERT H. REED, Secretary of State of the State of Delaware, do hereby certify that the Certificate of Incorporation of "THE G. B. MACKE CORPORATION", was received and filed in this office the fifteenth day of October, A.D. 1934, at 11 o'clock A.M.;

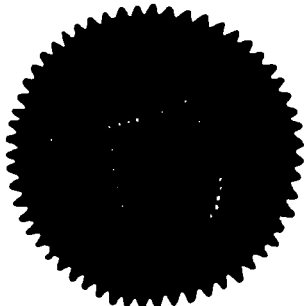
And I do hereby further certify that the said "THE G. B. MACKE CORPORATION", filed a Certificate of Amendment, changing its corporate title to "MACKE VENDING COMPANY", on the seventh day of March, A.D. 1961, at 9 o'clock A.M.;

And I do hereby further certify that the said "MACKE VENDING COMPANY", filed a Certificate of Amendment, changing its corporate title to "THE MACKE COMPANY", on the twentieth day of August, A.D. 1965, at 10 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence so far as the records of this office show and is duly authorized to transact business;

And I do hereby further certify that the aforesaid "THE MACKE COMPANY", is the last known title of record of the aforesaid Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Dover this eleventh day of April in the year of our Lord one thousand nine hundred and seventy-three.



A handwritten signature in cursive script, reading "Robert H. Reed".

Secretary of State



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

Certificate of Merger— Foreign Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

Name of Corporation MACKE VENDALL COMPANY (00119039)
into THE MACKE COMPANY (d/b/a THE MACKE BUILDING SERVICES COMPANY F0016111

Organized and Existing Under Laws of Missouri and Delaware
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned corporations with THE MACKE COMPANY (d/b/a THE MACKE BUILDING SERVICES COMPANY F00161133)

as the surviving corporation, shall be effective on the date on which the same becomes effective in the State of Delaware, which date was September 29, 1978.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 29th day of September, 19 78.

James C. Kirkpatrick
Secretary of State

RECEIVED OF: THE MACKE COMPANY
TWENTY-FIVE AND NO/100 ----- Dollars, \$ 25.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. F00161133

Dorothy Mae Miller
Deputy Collector of Revenue

(10) PLAN OF MERGER

1. The Macke Company of the State of Delaware
is the survivor.

2. All of the property, rights, privileges, leases and patents of the Macke Vandal Company
The Macke Company
are to be transferred to and become the property of
The officers and the survivor. The officers and
board of directors of the above named corporations are authorized to
execute all deeds, assignments, and documents of every nature which may

R I D E R

It is agreed that, upon and after the issuance of a Certificate of Merger by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving or new corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is The Macke Company, One Macke Circle, Cheverly, Maryland 20781.

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

have been executed in duplicate by the
of the day and year hereafter acknowledged.

(Corporate Seal)

Attest:

(Secretary)

Macke Vendall Company

(Name of Corporation)

by

Vice (President)

(Corporate Seal)

Attest:

(Secretary)

The Macke Company

(Name of Corporation)

by

Vice (President)

(Corporate Seal)

Attest:

(Secretary)

(Name of Corporation)

by

(President)

STATE OF MARYLAND.....)

COUNTY OF PRINCE GEORGE'S) ss.

On this 8th day of September..... in the year 1978, before me Barbara H. Knight
Notary Public in and for said state, personally appeared
RICHARD A. GRADY Vice President Macke Vendall Company
(Name) (Title) (Name of Corporation)
known to me to be the person who executed the within Articles of Merger in behalf of said
corporation and acknowledged to me that he executed the same for the purposes therein
stated.

(Notary Seal)

Notary Public
My Commission Expires July 1, 1982

STATE OF MARYLAND.....)

COUNTY OF PRINCE GEORGE'S) ss.

On this 8th day of September..... in the year 1978, before me Barbara H. Knight
Notary Public in and for said state, personally appeared
HOWARD W. HERMAN Vice President The Macke Company
(Name) (Title) (Name of Corporation)
known to me to be the person who executed the within Articles of Merger in behalf of said
corporation and acknowledged to me that he executed the same for the purposes therein
stated.

(Notary Seal)

Notary Public
My Commission Expires July 1, 1982

STATE OF

COUNTY OF

On this day of in the year 19....., before me
Notary Public in and for said state, personally appeared
(Name) (Title) (Name of Corporation)
known to me to be the person who executed the within Articles of Merger in behalf of said
corporation and acknowledged to me that he executed the same for the purposes therein
stated.

(Notary Seal)

Notary Public



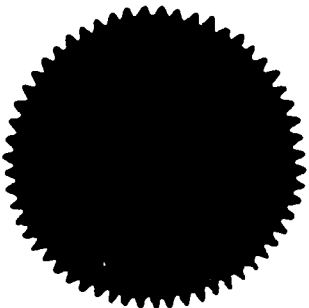
State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Ownership of "THE MACKE COMPANY", a
corporation organized and existing under the laws of the State of Delaware,
merging "MACKE VENDALL COMPANY", a corporation organized and existing under the
laws of the State of Missouri, pursuant to Section 253 of the General Corporation
Law of the State of Delaware, was received and filed in this office the fourteenth
day of September, A.D. 1978, at 10 o'clock A.M.

And I do hereby further certify that the effective date shall be September 29,
1978.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this fourteenth *day*
of September *in the year of our Lord*
one thousand nine hundred and seventy-eight.



Glenn C. Kenton, Secretary of State

Assistant Secretary of State



JAMES C. KIRKPATRICK
SECRETARY OF STATE

STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65101
FEBRUARY 13, 1981

314 / 751-3230

C T Corporation System
Richard T. Rizzi,
918-16th Street N.W.
Washington, D.C. 20006

RE: THE MACKE COMPANY d/b/a THE MACKE BUILDING SERVICES COMPANY
(F00161133)

Dear Sir or Madam:

This is to advise you that on the date shown below we have filed
for record in this office a merger between:

ALLEGHENY BEVERAGE SUBSIDIARY, INC. (a Delaware
corporation, not qualified in Missouri)

INTO

THE MACKE COMPANY d/b/a THE MACKE BUILDING SERVICES
COMPANY (F00161133)

The merger was filed in this office on FEBRUARY 13, 1981.

The merger was filed in the home state of survivor on January 30, 1981.

The Survivor is qualified to transact business in Missouri.

The fee for filing a merger is \$10.00, plus \$1.00 for each additional
foreign corporation qualified in Missouri over two in number. If you
did not send us a check for that amount, a bill for the correct amount
is being sent to you.

Very truly yours,

JAMES C. KIRKPATRICK
Secretary of State

Corporation Division
Merger Desk
314/751-3230

FILED

FEB 13 1981

James C. Kirkpatrick
SECRETARY OF STATE



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Merger of the "ALLEGHENY BEVERAGE
SUBSIDIARY, INC.", merging with and into "THE MACKE COMPANY", under the name of
"THE MACKE COMPANY", was received and filed in this office the thirtieth day of
January, A.D. 1981, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation is duly
incorporated under the laws of the State of Delaware and is in good standing and
has a legal corporate existence so far as the records of this office show and is
duly authorized to transact business.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this thirtieth *day*
of January *in the year of our Lord*
one thousand nine hundred and eighty-one.

FILED

FEB 13 1981

James G. Kenton
SECRETARY OF STATE

Glenn C. Kenton
Glenn C. Kenton, Secretary of State